

**CHARTER FOR THE
COMPENSATION COMMITTEE
OF
PLANTRONICS, INC.**

I. PURPOSE:

1. The purpose of the Compensation Committee of the Board of Directors (the “Board”) of Plantronics (the “Company”) shall be to discharge the Board's responsibilities relating to compensation of the Company's CEO and the CEO’s direct reports. The Committee has overall responsibility for evaluating and recommending for approval by the Board the CEO, and the CEO’s direct reports’ compensation plans, policies and programs of the Company.
2. The Compensation Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement.

II. COMMITTEE MEMBERSHIP AND ORGANIZATION:

1. The Compensation Committee shall consist of no fewer than two members. The members of the Compensation Committee shall meet the (i) independence requirements of the listing standards of the New York Stock Exchange, (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.
2. The members of the Compensation Committee will be appointed by the Board. Compensation Committee members will serve at the discretion of the Board.

III. COMMITTEE RESPONSIBILITIES AND AUTHORITY:

1. The Compensation Committee shall review and approve corporate goals and objectives relevant to CEO compensation and evaluate the Company’s CEO’s performance in light of those goals and objectives. The Compensation Committee shall share their recommendations regarding CEO compensation and CEO performance with the Board as a whole.
2. The Compensation Committee shall annually review and recommend to the Board for approval for the CEO (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation or arrangements. For the CEO’s direct reports, the Compensation Committee

shall have the authority to approve items (a) through (e) in the previous sentence. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider, among other things, the Company's performance and relative shareholder return, the value of similar incentive awards to CEO's at comparable companies and the awards given to the Company's CEO in past years.

3. The Compensation Committee shall make recommendations to the Board with respect to incentive compensation plans and equity-based plans as they deem appropriate for the CEO, the CEO direct reports or for the Associates of the Company as a whole.
4. The Compensation Committee may form and delegate authority to subcommittees when appropriate.
5. The Compensation Committee shall make regular reports to the Board.
6. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. The Compensation Committee shall annually review its own performance.
8. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used by the Company to assist in the evaluation of CEO or executive officer compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.